

WALLER LANSDEN DORTCH & DAVIS

A PROFESSIONAL LIMITED LIABILITY COMPANY

NASHVILLE CITY CENTER

511 UNION STREET, SUITE 2100

POST OFFICE BOX 198966

NASHVILLE, TENNESSEE 37219-8966

(615) 244-6380

FACSIMILE

(615) 244-6804

WWW.WALLERLAW.COM

809 SOUTH MAIN STREET

P. O. Box 1035

COLUMBIA, TN 38402-1035

(931) 388-6031

D Billye Sanders

(615) 252-2451

bsanders@wallerlaw.com

April 28, 2000

Via Hand-Delivery

00-00350

K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37219

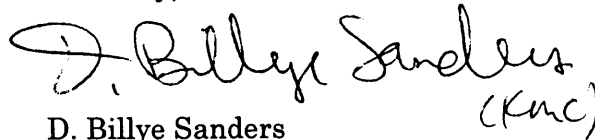
Re: Application of Digital Access Corporation of Tennessee, Inc. for a Certificate of Public Convenience and Necessity to Provide Competing Local Telecommunications Services within the State of Tennessee

Dear Mr. Waddell:

Enclosed for filing please find the original and thirteen (13) copies of the Application of Digital Access Corporation for a Certificate of Public Convenience and Necessity to Provide Competing Local Telecommunications Services within the State of Tennessee and a check for \$25.00 for the filing fee.

If you need any additional information, please do not hesitate to contact me.

Sincerely,


(KMC)

D. Billye Sanders

DBS:lmb
Enclosures

cc: Samuel W. Morris, Jr., Esq.

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

**IN RE: APPLICATION OF DIGITAL ACCESS)
CORPORATION OF TENNESSEE, INC.)
FOR A CERTIFICATE OF PUBLIC)
CONVENIENCE AND NECESSITY TO)
PROVIDE COMPETING LOCAL)
TELECOMMUNICATIONS SERVICES)
WITHIN THE STATE OF TENNESSEE)**

DOCKET NO. 00-00350

**APPLICATION FOR CERTIFICATE OF PUBLIC CONVENIENCE AND
NECESSITY TO PROVIDE COMPETING LOCAL
TELECOMMUNICATIONS SERVICES**

Pursuant to T.C.A. §65-4-201 and Rule 1220-4-8.02 of the Rules of the Tennessee Regulatory Authority and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), Digital Access Corporation of Tennessee, Inc. ("Digital Access") respectfully requests that the Tennessee Regulatory Authority ("TRA") grant to Digital Access authority to provide competing local telecommunications services, including exchange access telecommunications services, within the State of Tennessee. Digital Access is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing local telecommunications services.

In support of its application, Digital Access submits the following:

1. Applicant Information

Digital Access Corporation of Tennessee, Inc.
Three Bala Plaza East, Suite 605
Bala Cynwyd, PA 19004
Telephone: (800) 452-1044
Facsimile: (610) 660-8417

Questions regarding the application should be directed to:

D. Billye Sanders, Esq.
Waller Lansden Dortch & Davis
A Professional Limited Liability Company
511 Union Street, Suite 2100
Nashville, TN 37219
Telephone: (615) 244-6380
Facsimile: (615) 244-6804
E-mail: bsanders@wallerlaw.com

Cara E. Sheppard, Esq.
Fleischman and Walsh LLP
1400 Sixteenth Street, N.W.
Suite 600
Washington, DC 20036
Telephone: (202) 939-7900
Facsimile: (202) 588-0095
E-mail: csheppard@fw-law.com

Contact name and address at Digital Access is:

Samuel W. Morris, Jr., Esq.
Senior Vice President, General Counsel and Secretary
Digital Access Corporation of Tennessee, Inc.
Three Bala Plaza East, Suite 605
Bala Cynwyd, PA 19004
Telephone: (800) 452-1044
Facsimile: (610) 660-8417

2. Officer and Directors of Digital Access

Digital Access's sole director is Joseph W. Cece.

Digital Access's officers are:

- (1) Joseph W. Cece, Chief Executive Officer, President and Treasurer;
- (2) Samuel W. Morris, Jr., Senior Vice President, General Counsel and Secretary;
and
- (3) Mark Fisher, Assistant Secretary.

Digital Access's director and officers are not currently located in Tennessee, but may be reached through Digital Access's corporate headquarters at the following address:

Three Bala Plaza East, Suite 605
Bala Cynwyd, PA 19004
Telephone: (800) 452-1044
Facsimile: (610) 660-8417

3. Corporate Information

Digital Access is a Delaware corporation, and wholly-owned subsidiary of Digital Access, LLC, a Delaware limited liability company (the "LLC"). A copy of Digital Access's Certificate of Incorporation in Delaware is provided in Exhibit A. Digital Access is duly authorized to conduct business in Tennessee. A copy of Digital Access's Certificate of Authority to transact business in the State of Tennessee is provided in Exhibit A.

As discussed further in this application, Digital Access will also draw on the resources and experience of its sister affiliate, Digital Access, Inc., a Delaware corporation and also a wholly-owned subsidiary of the LLC. A copy of the Delaware Certificate of Formation of the LLC and the Certificate of Incorporation of Digital Access, Inc. are included in Exhibit B.

4. Repair and Maintenance Information

Digital Access understands the importance of effective customer service for local service consumers. Digital Access has established a toll-free number for customer inquiries that will be printed on the customers' monthly billing statements. In addition, customers may contact the company in writing at its headquarters address. The company's toll-free customer service number is 1/800-452-1044.

5. Digital Access Status in Other States

Digital Access has not yet been granted authority to provide telecommunications services in any state. However, affiliates of Digital Access are currently in the process of obtaining such authority in Indiana, Kansas, Missouri, and Wisconsin. Neither Digital Access nor any of its affiliates has been denied certification in any jurisdiction, nor has it had any permit, license, or certificate revoked by any state authority. No complaints have been filed against Digital Access or its affiliates in other jurisdictions.

6. Financial, Managerial, and Technical Qualifications

Digital Access possesses the financial, managerial, and technical ability to provide local telecommunications services in the State of Tennessee as demonstrated below.

A. Financial Qualifications

Digital Access is financially qualified to provide telecommunications services in Tennessee. Through its parent LLC and affiliate Digital Access, Inc., Digital Access has access to the financing and capital necessary to conduct its telecommunications operations as specified in this application. Confidential Exhibit C contains the confidential financial statements of Digital Access, Inc. from August 24 – December 31, 1999. Digital Access will file a supplement to this application containing current financial statements for the LLC. In addition, it will file pro-forma financial statements including income statement, balance sheet and statement of cash flow for the next three (3) years for the Applicant, Digital Access.

To date, Digital Access and its affiliates have secured \$450 million in equity funding from investors. Also attached in confidential Exhibit C is a copy of a Certification of Committed Capital from the Chief Financial Officer of Digital Access, LLC, Salvatore Grasso, reflecting this funding commitment. Digital Access and its affiliates anticipate that they will raise a total of \$1.3 billion through equity funding and debt over the next several months. Thus, Digital Access possesses adequate resources to construct and maintain its telecommunications system in Tennessee.

B. Managerial & Technical Qualifications

Digital Access has the managerial and technical resources to provide telecommunications services in Tennessee. Descriptions of the extensive telecommunications and managerial experience of Digital Access's key personnel are provided in Exhibit D.

7. Proposed Service Area

Digital Access seeks certification to offer its telecommunications services throughout the State of Tennessee. Initially, Digital Access intends to serve customers in the Nashville and Middle Tennessee area. Except as may be allowed by state and federal law, Digital Access will not offer services in areas currently served by an incumbent local exchange carrier ("ILEC") with fewer than 100,000 access lines, as described in T.C.A. § 65-4-201 (d).

8. Types of Local Exchange Services to be Provided

Digital Access intends to provide broadband telecommunications services over fiber optic and coaxial cable, delivering voice and data services to business and residential customers. Digital Access proposes to provide such service through its own equipment co-located at ILEC central offices.

Digital Access also requests authority to provide all forms of facilities-based and resold local exchange and interexchange voiceband services to permit flexibility for future expansion of its service offerings. Once Digital Access initiates voice services, Digital Access will provide, to the extent required and applicable, access to and support for the Tennessee Relay Center in the same manner as the ILECs, access to Lifeline and Link-up services to qualifying citizens of the state and educational discounts in existence as of June 6, 1995, and access to basic intraLATA and interLATA message toll calling, operator services, directory assistance, directory listings, free blocking service for 900 and 976-type services, and emergency services such as 911 and E911 through its own operations or by purchasing such services from underlying carriers.

9. Statement of Compliance

Digital Access agrees to abide by all applicable statutes and all applicable orders, rules, and regulations entered and adopted by the TRA.

10. IntraLATA Toll Dialing Parity Plan and Interconnection Agreements

Digital Access will provide equal access to its network to authorized carriers as set forth in the IntraLATA Toll Dialing Parity Plan attached as Exhibit E. Digital Access will enter into interconnection agreements with BellSouth and other carriers as needed, and will seek approval of such agreements by the TRA.

11. Small and Minority-Owned Telecommunications Business Participation Plan

In accordance with T. C. A. § 65-5-212, as amended, Digital Access's Small and Minority-Owned Telecommunications Business Participation Plan is provided as Exhibit F. The Administrator of the plan is Mark Fisher, Esq., who can be reached at Digital Access headquarters.

12. Pre-Filed Testimony

Digital Access will prepare pre-filed testimony prior to the hearing on this matter.

13. Customers Premise Equipment ("CPE")

Digital Access will not require customers to purchase CPE which is not compatible with ILEC systems.

14. Tariff Issues

Digital Access will file and maintain tariffs in the manner prescribed by the TRA and will meet the local service quality and billing standards required by the TRA. Any deposits that may be required or other costs incurred by customers to commence service will be addressed in the tariff.

15. Franchises, etc.

Digital Access does not currently hold franchises from any local governments for the provision of telecommunications services. Digital Access will, as necessary, obtain such local franchises, permits or licenses in accordance with applicable law, and submit such franchises to the TRA for approval pursuant to T.C.A. § 65-4-107.

16. Accounting System

Digital Access intends to maintain its books and records in accordance with Generally Accepted Accounting Principles ("GAAP").

17. Conclusion

As demonstrated in this application, Digital Access is legally financially and technically qualified to provide local telecommunications services in the State of Tennessee.

WHEREFORE, Digital Access respectfully requests that the TRA grant it a Certificate of Public Convenience and Necessity to provide competing local telecommunications services within the State of Tennessee.

Respectfully submitted this 1st day of May, 2000.

D. Billye Sanders

D. Billye Sanders, Esq. (KMC)

Waller Lansden Dortch & Davis

A Professional Limited Liability Company

511 Union Street, Suite 2100

Nashville, TN 37219

(615) 244-6380

(615) 244-6804

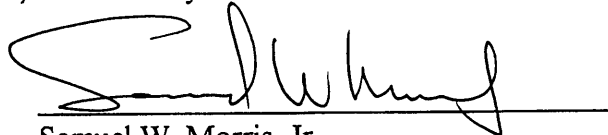
Counsel for Digital Access
Corporation of Tennessee, Inc.

VERIFICATION

STATE OF Pennsylvania

COUNTY OF Montgomery

Samuel W. Morris, Jr., being first duly sworn, deposes and says: That he is the Senior Vice President of Digital Access Corporation of Tennessee, Inc., the applicant in the above proceeding, that he has read the foregoing application, and knows the contents thereof; and that he is authorized by Digital Access Corporation of Tennessee, Inc. to verify that its contents are true.



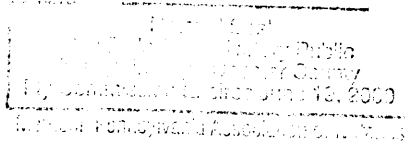
Samuel W. Morris, Jr.
Senior Vice President
Digital Access Corporation of Tennessee, Inc.
3 Bala Plaza East, Suite 605
Bala Cynwyd, PA 19004
Telephone: (800) 452-1044
Facsimile: (610) 660-8417

Subscribed and sworn to before me this
25th day of April, 2000



Notary Public
State of Pennsylvania

My commission expires: June 19, 2000



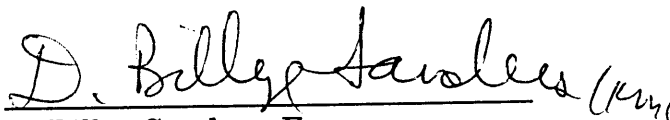
**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

**IN RE: APPLICATION OF DIGITAL ACCESS)
CORPORATION OF TENNESSEE, INC.)
FOR A CERTIFICATE OF PUBLIC)
CONVENIENCE AND NECESSITY TO)
PROVIDE COMPETING LOCAL)
TELECOMMUNICATIONS SERVICES)
WITHIN THE STATE OF TENNESSEE)**

DOCKET NO. _____

**NOTICE OF APPLICATION FOR CERTIFICATE OF PUBLIC
CONVENIENCE AND NECESSITY TO PROVIDE
COMPETING LOCAL TELECOMMUNICATIONS SERVICES**

Pursuant to T.C.A. §65-1-201, Digital Access Corporation of Tennessee, Inc. hereby serves notice of its filing with the Tennessee Regulatory Authority ("TRA") an application for a certificate of authority to provide competing local telecommunications services in Tennessee¹, on this 1st day of May, 2000. Copies of the application are available from the TRA as well as from the office of D. Billye Sanders, Esq., 511 Union Street, Suite 2100, Nashville, Tennessee 37219.



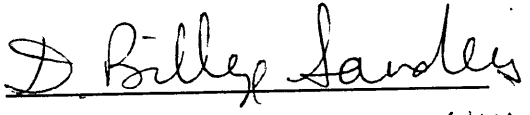
D. Billye Sanders, Esq.
WALLER LANSDEN DORTCH & DAVIS
A Professional Limited Liability Company
511 Union Street, Suite 2100
Nashville, TN 37219
(615) 244-6380

Counsel for Digital Access Corporation of Tennessee, Inc.

¹ Initially, Digital Access intends to serve customers in the Nashville and Middle Tennessee area. Except as may be allowed by state and federal law, Digital Access will not offer services in areas currently served by an incumbent local exchange carrier with fewer than 100,000 access lines, as described in T.C.A. § 65-4-201 (d).

CERTIFICATE OF SERVICE

I hereby certify that on this 1st day of May, 2000, the attached Notice of Application for Certificate of Public Convenience and Necessity to Provide Competing Local Telecommunications Services within the State of Tennessee was served by first class mail on the attached list of telecommunications providers and other entities.


D. Billye Sanders, Esq. (KMC)

**INCUMBENT LOCAL EXCHANGE SERVICE PROVIDERS
CERTIFICATED IN TENNESSEE
(FACILITIES-BASED)**

- 1) **ARDMORE TELEPHONE COMPANY, INC.**
Terry Wales, General Manager
P.O. Box 549
517 Ardmore Avenue
Ardmore, TN 38449
(205) 423-2131
(205) 423-2208 (Fax)

- 2) **BELLSOUTH**
Guy Hicks, General Counsel
333 Commerce Street
Nashville, TN 37201-3300
(615) 214-3800
(615) 214-8820 (Fax)

- 3) **CENTURY TELEPHONE OF ADAMSVILLE**
David Dickey, Division Manager
P.O. Box 405
116 N. Oak Street
Adamsville, TN 38310
(901) 632-3311
(901) 632-0232 (Fax)

- 4) **CENTURY TELEPHONE OF CLAIBORNE**
Don Ray Fannon, Division Manager
P.O. Box 100
507 Main Street
New Tazewell, TN 37825
(423) 626-4242
(423) 626-5224 (Fax)

- 5) **CENTURY TELEPHONE OF OOLTEWAH-COLLEGEDALE, INC.**
Terry Crutchfield, Division Manager
P.O. Box 782
5616 Main Street
Ooltewah, TN 37363
(423) 238-4102
(423) 238-5699 (Fax)

**INCUMBENT LOCAL EXCHANGE SERVICE PROVIDERS
CERTIFICATED IN TENNESSEE
(FACILITIES-BASED)**

- 6) **CITIZENS COMMUNICATIONS COMPANY OF TENNESSEE**
Mike Swatts
P.O. Box 770
300 Bland Street
Bluefield, WV 24701
- 7) **CITIZENS TELECOMMUNICATIONS COMPANY OF TENNESSEE D/B/A
CITIZENS COMMUNICATIONS COMPANY**
Alice Camuti, Director
250 South Franklin Street
P.O. Box 689
Cookeville, Tennessee 38501
(931) 528-0518
(931) 528-0604 (Fax)
- 9) **LORETTO TELEPHONE COMPANY, INC.**
Louise Brown, President
P.O. Box 130
Loretto, TN 38469
(931) 853-4351
(931) 853-4329 (Fax)
- 9) **MILLINGTON TELEPHONE COMPANY, INC.**
W.S. Howard, President
4880 Navy Road
Millington, TN 38053
(901) 872-3311
(901) 873-0022 (Fax)
- 10) **SPRINT-UNITED**
Steve Parrott, Director – Regulatory Affairs
United Telephone Southeast, Inc.
14111 Capital Boulevard
Wake Forest, NC 27587-5900
(919) 554-7039
800-733-9045 customer contact #

**INCUMBENT LOCAL EXCHANGE SERVICE PROVIDERS
CERTIFICATED IN TENNESSEE
(FACILITIES-BASED)**

- 11) **TDS TELECOM-CONCORD TELEPHONE EXCHANGE, INC.**
Jerry R. Parkerson, Manager
P.O. Box 22610
701 Concord Road
Knoxville, TN 37933-0610
(423) 966-5828
(423) 966-9000 (Fax)
- 12) **TDS TELECOM-HUMPHREYS COUNTY TELEPHONE COMPANY**
Bernard R. Arnold, Manager
P.O. Box 552
203 Long Street
New Johnsonville, TN 37134-0552
(931) 535-2200
(931) 535-3309 (Fax)
- 13) **TDS TELECOM-TELLICO TELEPHONE COMPANY, INC.**
Carl Lester, Manager
P.O. Box 9
102 Spence Street
Tellico Plains, TN 37385-0009
(423) 671-4600
(423) 253-7080 (Fax)
- 14) **TDS TELECOM-TENNESSEE TELEPHONE COMPANY**
P.O. Box 18139
Knoxville, TN 37928-2139
(423) 922-3535
(423) 922-9515 (Fax)
- 15) **TEC-CROCKETT TELEPHONE COMPANY, INC.**
P.O. Box 7
Friendship, TN 38034
(901) 677-8181
- 16) **TEC-PEOPLE'S TELEPHONE COMPANY, INC.**
P.O. Box 310
Erin, TN 37061
(931) 289-4221
(931) 289-4220 (Fax)

**INCUMBENT LOCAL EXCHANGE SERVICE PROVIDERS
CERTIFICATED IN TENNESSEE
(FACILITIES-BASED)**

- 17) **TEC-WEST TENNESSEE TELEPHONE COMPANY, INC.**
P.O. Box 10
244 E. Main Street
Bradford, TN 38316
(901) 742-2211
(901) 742-2212 (Fax)
- 18) **UNITED TELEPHONE COMPANY**
P.O. Box 38
120 Taylor Street
Chapel Hill, TN 37034
(931) 364-2289
(931) 364-7202 (Fax)
- 19) **CONSUMER ADVOCATE DIVISION**
Vincent Williams, Esq.
Office of the Attorney General & Reporter
425 Fifth Avenue North, Second Floor
Nashville, Tennessee 37243-0500

LIST OF EXHIBITS

EXHIBIT A	Digital Access Corporation of Tennessee, Inc. Certificate of Incorporation and Certificate of Authority to Conduct Business in Tennessee
EXHIBIT B	Digital Access, LLC Certificate of Formation Digital Access, Inc. Certificate of Incorporation
EXHIBIT C	Financial Statements [CONFIDENTIAL]
EXHIBIT D	Managerial and Technical Qualifications
EXHIBIT E	IntraLATA Toll Dialing Parity Plan
EXHIBIT F	Small & Minority-Owned Telecommunications Business Participation Plan

EXHIBIT A

**Digital Access Corporation of Tennessee, Inc. Certificate of
Incorporation and Certificate of Authority
to Conduct Business in Tennessee**

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "DIGITAL ACCESS CORPORATION OF TENNESSEE, INC." FILED IN THIS OFFICE ON THE THIRD DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel, Secretary of State

3188025 8100

001111088

AUTHENTICATION:

0296861

DATE:

03-06-00

CERTIFICATE OF INCORPORATION
OF
DIGITAL ACCESS CORPORATION OF TENNESSEE, INC.

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to the provisions of the Delaware General Corporation Law, does hereby certify as follows:

FIRST: The name of the Corporation is Digital Access Corporation of Tennessee, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, Wilmington, Delaware, 19805. The name of the Corporation's registered agent at such address is Corporation Service Company, in the County of New Castle.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1000) shares, par value \$1.00 per share, all of which are of one class and are designated as Common Stock.

FIFTH: The name and mailing address of the incorporator are as follows:

<u>Name</u>	<u>Mailing Address</u>
DanThu Phan	c/o Drinker Biddle & Reath LLP One Logan Square 18 th and Cherry Streets Philadelphia, PA 19103-6996

SIXTH: In furtherance and not in limitation of the general powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation, except as specifically otherwise provided therein.

SEVENTH: A director of the Corporation shall have no personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except to the extent that Section 102(b)(7) (or any successor provision) of the Delaware General Corporation Law, as amended from time to time, expressly provides that the liability of a director may not be eliminated or limited. No amendment or repeal of this paragraph SEVENTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinabove named, does hereby execute this Certificate of Incorporation this 3rd day of March, 2000.



DanThu Phan, Incorporator

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 03/30/00
REQUEST NUMBER: 3868-2496
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 03/30/00 1041
EFFECTIVE DATE/TIME: 03/30/00 1041
CONTROL NUMBER: 0387206

TO:
CSC USC
319 MARKET STREET
HARRISBURG, PA 17101

RE:
DIGITAL ACCESS CORPORATION OF TENNESSEE, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 03/30/00

FROM:
CSC/USC (319 MARKET ST)
319 MARKET ST

HARRISBURG, PA 17101-0000

RECEIVED: FRMS \$600.00 30.00
TOTAL PAYMENT RECEIVED: \$600.00


RECEIPT NUMBER: 0000265660
ACCOUNT NUMBER: 00263131



SS-1458

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of Tennessee		For Office Use Only	
 Department of State Corporations Section 18th Floor, James K. Polk Building Nashville, TN 37243-0306		APPLICATION FOR CERTIFICATE OF AUTHORITY (FOR PROFIT)	
To the Secretary of State of the State of Tennessee: Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:			
1. The name of the corporation is <u>Digital Access Corporation of Tennessee, Inc.</u>			
*If different, the name under which the certificate of authority is to be obtained is _____			
(NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.)			
2. The state or country under whose law it is incorporated is <u>Delaware</u>			
3. The date of its incorporation is <u>March 3, 2000</u> (must be month, day, and year), and the period of duration, if other than perpetual, is _____			
4. The complete street address (including zip code) of its principal office is <u>Three Bala Plaza East, Suite 502, Bala Cynwyd, PA/USA 19004</u> Street City State/Country Zip Code			
5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is <u>500 Tallan Building,</u> <u>Two Union Square, Chattanooga, Hamilton, TN 37402-2571</u> Street City County Zip Code <u>Corporation Service Company</u> Registered Agent			
6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.) <u>See attached officers/directors rider</u>			
7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.) <u>See attached officers/directors rider</u>			
8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____			
9. The corporation is a corporation for profit.			
10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____ (date) _____ (time). [NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]			
[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]			
<u>3/24/00</u> Signature Date <u>Vice President</u> Signer's Capacity		<u>DIGITAL ACCESS CORPORATION OF</u> <u>TENNESSEE, INC.</u> Name of Corporation <u>Samuel W. Morris</u> Signature <u>Samuel W. Morris</u> Name (typed or printed)	
SS-4431 (Rev. 3/99)		RDA 1678	

4:18:53 18:49:12

OFFICERS/DIRECTORS RIDER

03/12/00 11:10:41

DUPLICATE
BACHOW & ASSOCIATES

Corporate Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
Joseph W. Cece	President and Treasurer	Three Bala Plaza East Suite 502 Bala Cynwyd, PA 19004
Samuel W. Morris	Vice President and Secretary	Three Bala Plaza East Suite 502 Bala Cynwyd, PA 19004
Mark Fisher	Assistant Secretary	Three Bala Plaza East Suite 502 Bala Cynwyd, PA 19004

Directors

<u>Name</u>	<u>Title</u>	<u>Address</u>
Joseph W. Cece	Director	Three Bala Plaza East Suite 502 Bala Cynwyd, PA 19004

EXHIBIT B

**Digital Access, LLC Certificate of Formation
Digital Access, Inc. Certificate of Incorporation**

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "DIGITAL ACCESS, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-THIRD DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.



Edward J. Freel, Secretary of State

3206046 8100H

001170659

AUTHENTICATION: 0359291


DATE: 04-04-00

**CERTIFICATE OF FORMATION OF
DIGITAL ACCESS, LLC**

THIS CERTIFICATE OF FORMATION OF DIGITAL ACCESS, LLC (the "Company") is dated as of March , 2000 and is being executed and filed by Melissa M. Danos, Esq., as an authorized person, for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act (6 Del. C. §§ 18-101 et seq.).

1. Name. The name of the Company is: Digital Access, LLC.
2. Registered Office. The address of the registered office of the Company in the State of Delaware is: 1013 Centre Road, Wilmington, Delaware 19805.
3. Registered Agent. The name and address of the registered agent for service of process on the Company in the State of Delaware is: Corporation Service Company, 1013 Centre Road, Wilmington, Delaware 19805.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Formation of Digital Access, LLC to be duly executed as of the day and year first above written.


Melissa M. Danos, Esq.
Authorized Person

Schedule 2A

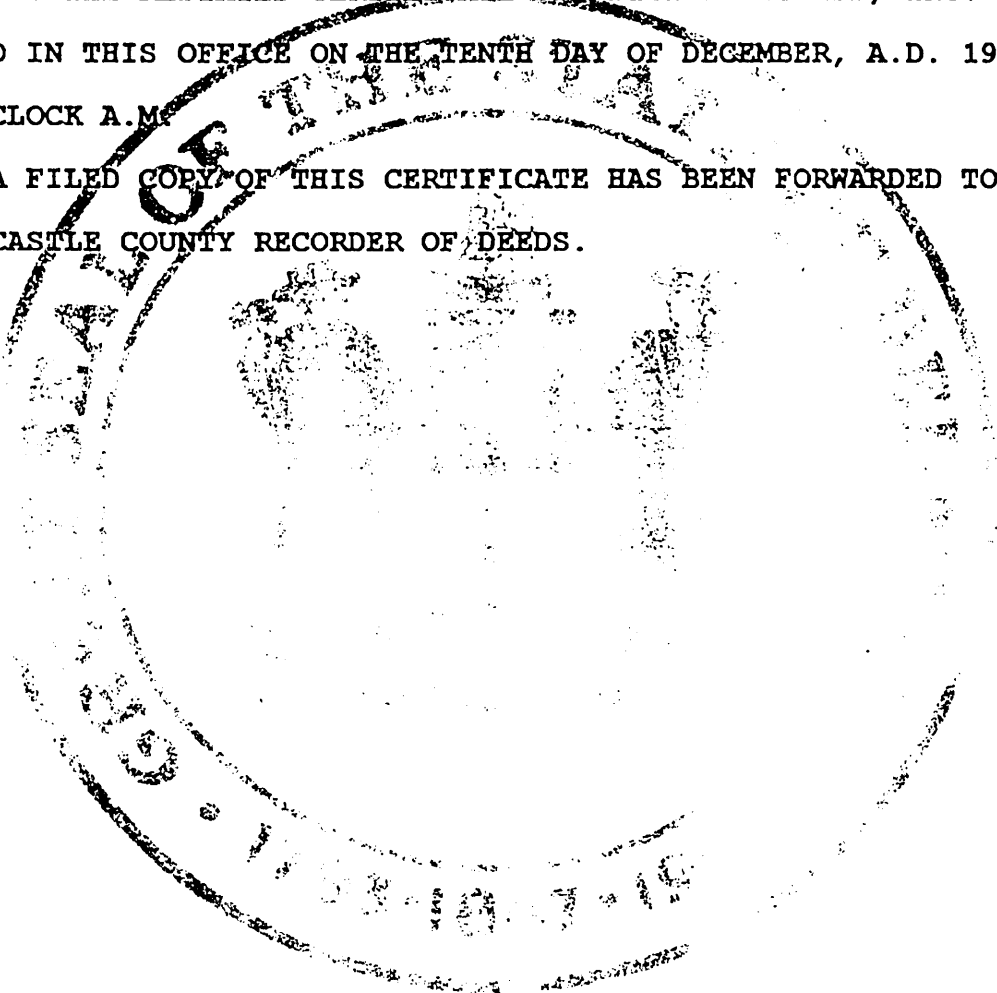
State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "DIGITAL ACCESS, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3087312 8100

991529815

Edward J. Freel, Secretary of State

0131800

AUTHENTICATION:

12-10-99

DATE:

RESTATED
CERTIFICATE OF INCORPORATION
OF
DIGITAL ACCESS, INC.

Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, as amended, the undersigned corporation adopts the following Restated Certificate of Incorporation:

1. The name of the corporation is Digital Access, Inc. The date of filing of the original Certificate of Incorporation of the corporation was August 24, 1999.

2. On September 3, 1999, the corporation filed a Restated Certificate of Incorporation.

3. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of the corporation.

4. This Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware, as amended.

5. The text of the Certificate of Incorporation is hereby restated, integrated and further amended to read as follows:

I.

The name of the corporation is Digital Access, Inc. (the "Corporation").

II.

The address of the registered office of the Corporation in the State of Delaware is 1013 Centre Road, Wilmington, New Castle County, Delaware 19805 and the name of the initial registered agent at such address is Corporation Service Company.

III.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware or any successor statute.

IV.

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 1,500,000, divided into classes as follows:

500,000 shares shall be preferred stock, \$0.01 par value per share ("Preferred Stock"); and

1,000,000 shares shall be common stock, \$0.01 par value per share ("Common Stock"), of which 999,720 shares shall be Class A Common Stock and 280 shares shall be Class B Common Stock.

SECTION A

Preferred Stock

1. Defined Terms. All capitalized terms used in this Section A and not otherwise defined shall have the meaning given to such terms in Section C hereof.

2. Dividends. (a) The holders of shares of Preferred Stock, in preference to the holders of all Junior Securities, shall be entitled to receive when, as and if declared by the Board of Directors out of funds legally available for the purpose, cumulative dividends as provided in this Section A.2. Dividends on each share of Preferred Stock, when, as and if paid, shall be payable in cash and shall accrue at the Dividend Rate on the sum of (i) the Purchase Price and (ii) all accumulated and unpaid dividends accrued thereon pursuant to this Section A.2(a) from the date of issuance thereof (the "Dividends" and, the sum of the Purchase Price and the Dividends is referred to herein as the "Preference Amount"). Such dividends will be calculated and compounded annually in arrears on December 31 of each year (each a "Dividend Date") in respect of the prior twelve month period prorated on a daily basis for partial periods. Such dividends shall commence to accrue on each share of Preferred Stock from the date of issuance thereof whether or not declared by the Board of Directors, and whether or not there are profits, surplus or other funds of the Corporation legally available for the payment of dividends, and shall continue to accrue thereon until the Preference Amount is paid in full in cash.

(b) Except as otherwise provided herein, if at any time the Corporation pays less than the total amount of dividends then accrued with respect to the Preferred Stock, such payment shall be distributed ratably among the holders of Preferred Stock based upon the aggregate accrued but unpaid dividends on the Preferred Stock held by each holder.

3. Liquidation Preference. (a) In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, either voluntarily or involuntarily, each holder of Preferred Stock shall be entitled, after provision for the payment of the Corporation's debts and other liabilities, to be paid the Preference Amount in respect of each share of Preferred Stock held by such holder. Such payment of the Preference Amount shall be made in cash in full before any distribution is made on any Junior Securities. If, upon any such liquidation, dissolution or other

winding up of the affairs of the Corporation, the net assets of the Corporation distributable among the holders of all outstanding Preferred Stock shall be insufficient to permit the payment in full of the Preference Amount in respect of each outstanding share of Preferred Stock, then the entire net assets of the Corporation remaining after the provision for the payment of the Corporation's debts and other liabilities shall be distributed among the holders of the Preferred Stock ratably in proportion to the full preferential amounts to which they would otherwise be respectively entitled on account of their Preferred Stock. Upon any such liquidation, dissolution or winding up of the Corporation, after the holders of Preferred Stock shall have been paid in full the preferential amounts to which they shall be entitled to receive on account of their Preferred Stock, the remaining net assets of the Corporation shall be distributed to the other stockholders of the Corporation as their respective interests may appear.

(b) Consolidation, Merger, etc. A consolidation or merger of the Corporation with or into any other corporation or corporations (a "merger"), or a Qualified Public Offering, or a Sale of the Corporation, or the effectuation by the Corporation of a transaction or a series of related transactions in which more than fifty percent (50%) of the voting power of the Corporation is disposed of (a "reorganization") shall be deemed to constitute a liquidation, dissolution or winding up of the Corporation within the meaning of this Section A.3. Any reorganization of the Corporation required by any court or administrative body in order to comply with any provision of law shall be deemed to be an involuntary liquidation, dissolution or winding up of the Corporation unless the preferences, qualifications, limitations, restrictions and special or relative rights granted to or imposed upon the holders of Preferred Stock are not adversely affected by such reorganization. Notwithstanding the foregoing, a merger, a Qualified Public Offering, Sale of the Corporation or reorganization shall not be deemed a liquidation, dissolution or winding up of the Corporation for the purposes of this Section A.3 if the holders of the Requisite Percentage of the Preferred Stock waive in writing the provisions of the preceding two sentences, as applicable.

(c) Holders of Preferred Stock shall not be entitled to any additional distribution in the event of any liquidation, dissolution or winding up of the affairs of the Corporation in excess of the Preference Amount.

4. Voting. Except as otherwise required by law or as provided in this Restated Certificate of Incorporation and subject to the rights of any class or series of capital stock of the Corporation that hereafter may be issued in compliance with the terms of this Section A, the shares of the Preferred Stock shall not be entitled to vote on any matter submitted to the Corporation's stockholders.

5. Special Approval Rights.

(a) Restricted Actions. The affirmative vote of the holders of the Requisite Percentage of Preferred Stock, acting by written consent or voting separately as a single class in person or by proxy, at a special or annual meeting of stockholders called for the purpose, shall be necessary to authorize the Corporation to take any of the following actions (herein, each a "Restricted Action"):

(i) authorize, or increase or permit any Subsidiary to authorize or increase, the authorized number of shares of, or issue additional shares of Preferred Stock or any class or series of the Corporation's or any Subsidiary's capital stock or options, warrants or other rights to acquire any such capital stock ranking, with respect to liquidation preference or dividends, senior in right to, or on a parity with, the Preferred Stock;

(ii) amend, repeal or change, directly or indirectly (whether by merger or otherwise), any of the provisions of the Certificate of Incorporation of the Corporation, as amended, or the By-laws of the Corporation in any manner that would alter or change the powers, preferences or special rights of the shares of Preferred Stock; and

(iii) declare, pay or set apart for payment any dividends or make any other distribution on or redeem any Junior Securities (other than stock dividends and distributions in the nature of a stock split or the like), or permit any Subsidiary or other Affiliate to redeem, purchase or otherwise acquire for value, or set apart for any sinking or other analogous fund for the redemption or purchase of, any Junior Securities (other than pursuant to the terms of the Securityholders' Agreement or any Stock Restriction Agreement or Stock Option Plan that has been approved by the Board of Directors).

(b) Approval. The approval rights of the holders of shares of Preferred Stock to authorize the Corporation to take any of the Restricted Actions as provided in this Section A.5 may be exercised at any annual meeting of stockholders, at a special meeting of the holders of Preferred Stock held for such purpose or by written consent. At each meeting of stockholders at which the holders of shares of Preferred Stock shall have the right, voting separately as a single class, to authorize the Corporation to take any Restricted Action as provided in this Section A.5, the presence in person or by proxy of the holders of the Requisite Percentage of Preferred Stock entitled to vote on the matter shall be necessary and sufficient to constitute a quorum. At any such meeting or at any adjournment thereof, in the absence of a quorum of the holders of shares of Preferred Stock, a majority of the holders of such shares present in person or by proxy shall have the power to adjourn the meeting as to the actions to be taken by the holders of shares of Preferred Stock from time to time and place to place without notice other than announcement at the meeting until a quorum shall be present.

6. Status of Reacquired Shares. Any shares of Preferred Stock acquired by the Corporation in any manner whatsoever shall be canceled and shall not under any circumstances be reissued; and the Corporation may from time to time take such appropriate corporate action as may be necessary to reduce accordingly the number of authorized shares of Preferred Stock.

7. Exclusion of Other Rights. Except as may otherwise be required by law, the shares of Preferred Stock shall not have any preferences or relative, participating, optional or other special rights, other than those specifically set forth in this Section A.

8. Identical Rights. Each share of the Preferred Stock shall have the same relative rights and preferences as, and shall be identical in all respects with, all other shares of the Preferred Stock.

9. Certificates. So long as any shares of the Preferred Stock are outstanding, there shall be set forth on the face or back of each stock certificate issued by the Corporation a statement that the Corporation shall furnish without charge to each shareholder who so requests, a full statement of the designation and relative rights, preferences and limitations of each class of stock or series thereof that the Corporation is authorized to issue and of the authority of the Board of Directors to designate and fix the relative rights, preferences and limitations of each series.

10. Amendments. Any provision of these terms of the Preferred Stock may be amended, modified or waived if and only if the holder of the Requisite Percentage of Preferred Stock has consented in writing or by an affirmative vote to such amendment, modification or waiver of any such provision of this Section A.

11. Severability of Provisions. If any right, preference or limitation of the Preferred Stock set forth in this Section A (as it may be amended from time to time) is invalid, unlawful or incapable of being enforced by reason of any rule, law or public policy, all other rights preferences and limitations set forth in this Section A (as so amended) which can be given effect without implicating the invalid, unlawful or unenforceable right preference or limitation shall, nevertheless, remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other right, preference or limitation unless so expressed herein.

SECTION B

Common Stock

1. General. The powers, preferences and rights of the Class A Common Stock and the Class B Common Stock, and the qualifications, limitations or restrictions thereof, shall be in all respects identical, and the Class A Common Stock and the Class B Common Stock shall be treated equally in all respects, except as otherwise required by law or expressly provided in this Section B.

2. Voting Rights. (a) The holders of shares of Class A Common Stock and Class B Common Stock shall vote together as a single class with respect to all matters voted on by the stockholders of the Corporation. Each holder of shares of Class A Common Stock shall be entitled to one vote for each share held by such holder. Each holder of shares of Class B Common Stock shall be entitled to one vote for each whole share of Class A Common Stock into which such holder's shares of Class B Common Stock are convertible in accordance with this Certificate of Incorporation, immediately after the close of business on the record date fixed for such meeting or the effective date of such written consent.

(b) The affirmative vote of the holders of a majority of the shares of Class B Common Stock, acting by written consent or voting separately as a single class in person or by proxy, at a special or annual meeting of stockholders called for the purpose, shall be necessary to authorize the Corporation to amend, repeal or change, directly or indirectly, any of the provisions of the Certificate of Incorporation of the Corporation, as amended, or the By-laws of the Corporation in any manner that would alter or change the powers, preferences or special rights of the shares of Class B Common Stock.

3. Dividends; Distributions. Subject to the provisions of the General Corporation Law and the rights of the holders of any Preferred Stock then outstanding, dividends may be paid on the Common Stock at such times and in such amounts as the Board of Directors shall determine. Upon the dissolution, liquidation or winding up of the Corporation, after any preferential amounts to be distributed to the holders of the Preferred Stock then outstanding have been paid or declared and set apart for payment, the holders of Common Stock shall be entitled to receive all remaining assets of the Corporation available for distribution to its stockholders ratably and proportioned to the number of shares held by them. The holders of Class B Common Stock shall be entitled to participate in such dividends and distributions on the basis that such shares had been converted into Class A Common Stock immediately prior to the record date for such dividend or distribution.

4. Conversion Rights Pertaining to Class B Common Stock.

(a) Optional Conversion. At any time, any holder of Class B Common Stock shall have the right, at its option, to convert all of the shares of Class B Common Stock held by such holder into shares of Class A Common Stock on the basis set forth in this Section B.4.

(b) Mandatory Conversion. Each share of Class B Common Stock shall automatically be converted into shares of Class A Common Stock of the Corporation on the basis set forth in this Section B.4 on the earliest to occur of the following: (i) the consummation of a Sale of the Corporation; (ii) immediately after consummation of a Public Offering; and (iii) upon the later to occur of (A) the Two-Year Anniversary or, if earlier, the reaching of the Equity Threshold and the issuance of all New Securities pursuant to Capital Commitments arising prior to the Two-Year Anniversary to the extent such Capital Commitments comprise all or a portion of the Equity Threshold, and (B) the reaching of the Incentive Equity Threshold.

(c) Conversion Procedure.

(i) Upon conversion, each share of Class B Common Stock held by such holder shall be converted into one share of Class A Common Stock (the "Conversion Rate"), subject to adjustment pursuant to this Section B.4.

(ii) On the effective date of conversion (the "Conversion Date"), the rights of the holder of such Class B Common Stock as such holder (including the right to receive dividends) shall cease and the Person or Persons in whose name or names any certificate or certificates for

shares of Class A Common Stock are to be issued upon such conversion shall be deemed to have become the holder or holders of record of the shares of Class A Common Stock represented thereby.

(iii) As soon as practicable after the Conversion Date (but in any event within ten (10) business days after the holder has delivered the certificates evidencing the shares of Class B Common Stock converted into shares of Class A Common Stock in accordance herewith), the Corporation shall deliver to the converting holder a certificate or certificates representing, in the aggregate, the number of shares of Class A Common Stock issued upon such conversion, in the same name or names as the certificates representing the converted shares and in such denomination or denominations as the converting holder shall specify.

(iv) The issuance of certificates for shares of Class A Common Stock upon conversion of Class B Common Stock shall be made without charge to the holders of such Class B Common Stock for any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such conversion and the related issuance of shares of Class A Common Stock.

(v) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of issuance upon the conversion of the Class B Common Stock, such number of shares of Class A Common Stock as are issuable upon the conversion of all outstanding shares of Class B Common Stock.

(d) Issuance of New Securities. In the event New Securities are issued after September 3, 1999 by the Corporation, the Conversion Rate shall be adjusted so as to cause the percentage ownership of each share of Class A Common Stock, calculated on a Fully Diluted Basis, represented by each share of Class B Common Stock outstanding immediately after such issuance to equal the same such percentage ownership as such share represented immediately prior to such issuance. The Conversion Rate shall be subject to adjustment pursuant to this Section B.4(d) only up to the point at which the earlier of the Equity Threshold or Two-Year Anniversary is reached, and not with respect to any other New Securities, except with respect to (i) New Securities issued pursuant to Capital Commitments arising prior to the Two-Year Anniversary, which Capital Commitments comprise all or a portion of the Equity Threshold and (ii) Incentive Equity issued up to the point at which the Incentive Equity Threshold has been reached.

(e) Treatment of Convertible Securities and New Securities Subject to Vesting. In the event the New Securities are Convertible Securities, then adjustment to the Conversion Rate pursuant to Section B.4(d) shall occur upon their grant, issuance or sale, and no further adjustment of the Conversion Rate shall be made when Common Stock and, if applicable, any

other Convertible Securities, are actually issued upon the exercise, conversion or exchange of such Convertible Securities. If the rate at which any Convertible Securities are convertible into or exercisable or exchangeable for Common Stock changes at any time, the Conversion Rate in effect at the time of such change shall be readjusted to the Conversion Rate that would have been in effect at such time had such Convertible Securities that are still outstanding provided for such changed conversion rate at the time such Convertible Securities were initially granted, issued or sold; and on the termination date of any right to exercise, convert or exchange such Convertible Securities the Conversion Rate then in effect hereunder shall be readjusted to the Conversion Rate that would have been in effect at the time of such termination had such Convertible Securities, to the extent outstanding immediately prior to such termination, never been issued. In the event any New Securities issued by the Corporation are not fully vested on the date of issuance, and all or a portion of such unvested New Securities subsequently are forfeited to the Corporation, then, in such event, the Conversion Rate shall be readjusted to the Conversion Rate that would have been in effect at the time of such forfeiture had such New Securities, to the extent outstanding immediately prior to such forfeiture, never been issued.

(f) Subdivision or Combination of Common Stock. If the Corporation at any time subdivides (by any stock split, stock dividend, recapitalization or otherwise) its outstanding shares of Class A Common Stock into a greater number of shares without taking equivalent action with respect to the shares of Class B Common Stock, the Conversion Rate in effect immediately prior to such combination shall be proportionately increased, and conversely, in the event the outstanding shares of Class A Common Stock shall be combined (by reverse stock split or otherwise) into a smaller number of shares, the Conversion Rate in effect immediately prior to such combination shall be proportionately reduced. In any such event, the numbers, percentages, computations and the like in this Certificate of Incorporation shall be deemed modified as necessary, *mutatis mutandis*, to give appropriate effect to such subdivision or combination.

SECTION C

Definitions

"Affiliate" shall mean, with respect to any Person (the "First Person"), any other Person directly or indirectly controlling, controlled by or under direct or indirect common control with the First Person and shall include (a) any Person who is a director or directly or indirectly the beneficial owner of at least 10% of the then outstanding capital stock or other equity securities of the First Person and (b) any Person of which the First Person or an Affiliate (as defined in clause (a) above) of the First Person shall, directly or indirectly, either beneficially own at least 10% of the then outstanding equity securities or constitute at least a 10% equity participant. For purposes of this definition, "control" means, as applied to any Person, the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of voting securities, by contract or otherwise, and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"Capital Commitments" means binding commitments of one or more Persons pursuant to definitive written agreements to contribute cash or other consideration to the Corporation (with any non-cash consideration being valued at fair market value as determined by the Corporation's Board of Directors), subject to the conditions contained in such definitive written agreements.

"Consulting Agreement" means the Amended and Restated Consulting Agreement dated December 10, 1999, by and among the Corporation, Bachow & Associates, Inc. ("B&A"), and certain employees of B&A, as such agreement may be amended from time to time.

"Convertible Securities" means securities or obligations that are exercisable for, convertible into or exchangeable for shares of Common Stock. The term includes options, warrants or other rights to subscribe for or purchase shares of Common Stock or to subscribe for or purchase other securities or obligation that are convertible into or exchanged for shares of Common Stock.

"Dividend Date" shall have the meaning set forth in Section A.2(a) hereof.

"Dividend Rate" shall mean the rate of eight percent (8%) per annum.

"Equity Threshold" shall mean (A) the percentage obtained by dividing the aggregate amount of gross proceeds paid (with any non-cash consideration being valued at fair market value as determined by the Corporation's Board of Directors) and Capital Commitments made in contemplation of the issuance of equity securities of the Corporation on and after September 3, 1999, by \$310,000,000, and multiplying such quotient by 80%; plus (B) the percentage ownership of shares of Common Stock, calculated on a Fully Diluted Basis, represented by all Convertible Securities issued after the date hereof as part of a sale of the Corporation's debt obligations to a bank or commercial finance company or in a registered public sale or sale pursuant to Rule 144A under the Securities Act; provided that upon termination of the Consulting Agreement, for purposes of this definition the number "\$310,000,000" shall be increased by an amount equal to \$10,000,000 times the number of months (with a partial month being expressed as a percentage of a full month), if any, during which the Consulting Agreement was in effect from and after April 1, 2000, but shall not, in any event, be increased to an amount in excess of \$450,000,000. The Equity Threshold shall be reached when the sum of the percentages in clauses (A) and (B) equals 80%.

"Fully Diluted Basis" means that pro forma effect is given to the issuance of (i) all shares of Common Stock outstanding at the time of determination, (ii) all shares of Common Stock issuable upon the exercise of any option, warrant or other right or security outstanding at the time of determination and (iii) all shares of Common Stock issuable upon the exercise of any conversion or exchange right contained in any security outstanding at the time of determination that is convertible into or exchangeable for shares of Common Stock.

"Incentive Equity" means Common Stock or Convertible Securities issued to any employees of the Corporation pursuant to any incentive stock plan or other form of incentive compensation approved by the Board of Directors.

"Incentive Equity Threshold" means Incentive Equity representing 16.5% of the outstanding shares of Common Stock, calculated on a Fully Diluted Basis.

"Independent Third Party" shall mean, immediately prior to the contemplated transaction, any Person which (i) does not own in excess of 5% of either (A) the Preferred Stock outstanding at such time, or (B) the Common Stock outstanding at such time, assuming the issuance of Common Stock pursuant to the exercise, conversion or exchange of all outstanding securities exercisable, convertible or exchangeable for Common Stock, and (ii) is not an Affiliate of any such owner.

"Initial Purchase Agreement" shall mean that certain Securities Purchase Agreement, dated September 3, 1999 among the Corporation and the parties thereto, as such agreement may be amended from time to time.

"Junior Securities" shall mean any of the Corporation's Common Stock and all other equity securities of the Corporation other than the Preferred Stock and any other shares of the Corporation's preferred stock that by their terms, state that they are not Junior Securities or provide the holders thereof with rights pari passu with or senior to those of the holders of Preferred Stock.

"New Securities" means any shares of Common Stock or Convertible Securities, whether now authorized or not; provided, however, that "New Securities" does not include (i) securities issued in consideration of the acquisition of another Person or business by the Corporation by merger, consolidation, amalgamation, exchange of shares, the purchase of substantially all of the assets or otherwise; (ii) Incentive Equity, to the extent such Incentive Equity in the aggregate equals or is less than 11.5% of the outstanding shares of Common Stock, calculated on a Fully Diluted Basis, or equals or exceeds the Incentive Equity Threshold; (iii) shares of capital stock issued pursuant to the Initial Purchase Agreement; and (iv) shares of Class A Common Stock issuable upon conversion of shares of Class B Common Stock.

"Person" shall mean an individual, partnership, corporation, limited liability companies, association, trust, joint venture, unincorporated organization and any government, governmental department or agency or political subdivision thereof.

"Preference Amount" shall have the meaning set forth in Section A.2(a).

"Preferred Stock" shall have the meaning set forth in Section A.1.

"Public Offering" shall mean the closing of a sale, pursuant to an effective registration statement under the Securities Act of 1933, as amended, of the Corporation's Common Stock in a firmly underwritten registered public offering.

"Purchase Price" of any share of Preferred Stock shall be One Thousand Dollars (\$1,000.00).

"Qualified Public Offering" shall mean the closing of a sale, pursuant to an effective registration statement under the Securities Act of 1933, as amended, of the Corporation's Common Stock in a firmly underwritten registered public offering in which (i) the aggregate net proceeds to the Corporation (after deducting Selling Expenses) equal or exceed \$100,000,000, (ii) the offering price per share of Common Stock to the public (before deducting Selling Expenses), reflects a valuation of the Corporation at an amount that equals or exceeds three (3) times the aggregate amount of the invested capital of the stockholders to the date of the consummation of such offering, and (iii) the Common Stock is listed on a nationally recognized U.S. stock exchange or the Nasdaq National Market.

"Requisite Percentage" shall mean 66 2/3%.

"Sale of the Corporation" shall mean a single transaction or a series of transactions (other than transactions permitted by Section 1(e) of the Securityholders' Agreement) between the Corporation and/or the stockholders and one or more Independent Third Parties pursuant to which such Person or Persons (i) acquire capital stock of the Corporation possessing the voting power to elect a majority of the Corporation's Board of Directors, (ii) consummate a merger or consolidation as a result of which the stockholders who own Common Stock and/or other voting securities prior to such transaction(s) shall own less than 50% of the voting securities of the surviving person or its parent or (iii) acquire (by sale, merger, consolidation or similar event) all or substantially all of the Corporation's assets (determined on a consolidated basis), including by way of a transfer of shares of one or more Subsidiaries.

"Securities Act" shall mean the Securities Act of 1933, as amended.

"Selling Expenses" shall mean all underwriting fees, discounts, selling commissions and stock transfer taxes applicable to the shares of Common Stock in an underwritten public offering.

"Securityholders' Agreement" shall mean the Amended and Restated Securityholders' Agreement dated as of December 10, 1999 among the Corporation and each of the parties named therein as "Securityholders", as such agreement may be amended from time to time.

"Subsidiary" means any Person which the Corporation now or hereafter shall at the time own, directly or indirectly through a subsidiary, at least a majority of the outstanding capital stock (or other beneficial interest) entitled to vote generally; and the term "Subsidiaries" shall mean all of such Persons collectively.

"Two-Year Anniversary" means the two-year anniversary of the date upon which the Corporation has received Capital Commitments in an aggregate amount of at least \$100,000,000.

V.

No person who is serving or has served as a director of the corporation shall be liable to the Corporation or to any stockholder for monetary damages for breach of any fiduciary duty of such person as a director by reason of any act or omission occurring on or after the date this Article becomes effective. Nothing herein shall be deemed to limit or eliminate the liability of

any person (i) for any breach of such person's duty of loyalty as a director to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (iii) for the unlawful payment of a dividend by the Corporation or the unlawful purchase or redemption of the Corporation's capital stock by the Corporation; (iv) for any transaction from which such person derived an improper personal benefit; or (v) to any extent that such liability may not be limited or eliminated by virtue of the provisions of Section 102(b)(7) of the General Corporation Law of the State of Delaware or any successor statute.

VI.

The Corporation is to have perpetual existence.

VII.

Elections of Directors need not be by written ballot unless the By-laws of the Corporation so provide.

VIII.

In furtherance and not in limitation of the powers conferred by the laws of Delaware, the Board of Directors of the Corporation is authorized and empowered to adopt, alter, amend and repeal the By-laws of the Corporation in any manner not inconsistent with the laws of Delaware.

IX.

The Corporation shall indemnify its officers, directors, employees and agents to the greatest extent permitted by the General Corporation Law of Delaware.

X.

Meetings of the stockholders may be held within or without the State of Delaware, as the By-laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the Corporation.

XI.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, said Digital Access, Inc. has caused this Restated Certificate to be signed by its President, this 15th day of December, 1999.

DIGITAL ACCESS, INC.

By: Paul S. Bachow

Name: Paul S. Bachow

Title: President

[RESTATED CERTIFICATE OF INCORPORATION]

EXHIBIT C

Financial Statements

[CONFIDENTIAL]

EXHIBIT D

Managerial and Technical Qualifications

MANAGEMENT BIOGRAPHIES

Digital Access Corporation of Tennessee, Inc., through its parent and affiliate, has assembled an experienced team of industry professionals to achieve its mission of market leadership. The following summaries highlight its management's extensive background.

Joseph W. Cece, Chief Executive Officer

As CEO, Mr. Cece will focus his leadership capabilities on establishing a strong operational team and upon the appropriate operation and expansion of Digital Access. Mr. Cece will be responsible for overall leadership and for hiring key management representatives with appropriate industry experience. Mr. Cece serves as CEO for Digital Access and also serves on the Board of Managers of Digital Access, LLC.

Mr. Cece brings to Digital Access an extensive background in digital and Internet technologies. His career has been broad, encompassing a wealth of leadership experience in the development and rollout of telephony, video and data services.

Prior to joining Digital Access in January 2000, Mr. Cece served as president and chief operating officer for Suburban Cable, a wholly owned subsidiary of Lenfest Communications, Inc. ("LCI"). While at the nation's ninth largest Multiple System Operator ("MSO") serving more than 1.2 million subscribers in three states, Mr. Cece was responsible for all of the company's operations, including the rebuild of the 20,000-mile network. During his tenure, the company successfully launched two new services - high speed Internet access (Suburban@Home) and Suburban Digital video.

Preceding his post at LCI, Mr. Cece served as president of digital services for Cablevision Systems Corporation ("CSC"). He was responsible for executive management of the company's emerging digital services, including commercial and residential telephony, high-speed Internet access and digital video programming. His work included the launch of Optimum Online, the company's high-speed Internet access service, and Optimum Telephone, one of the cable industry's first deployments of residential phone service.

Before assuming responsibility for all of CSC's digital services, Mr. Cece launched the start-up and operation of CSC's telecommunications subsidiary, Cablevision Lightpath, Inc., a CLEC in the New York Metropolitan Region. Mr. Cece grew his business unit from \$1 million in annual revenues to more than \$60 million. He also executed the first inter-carrier compensation agreement between a cable operator and an RBOC (NYNEX).

Mr. Cece received a Bachelor of Science degree in accounting, summa cum laude, from Fairleigh Dickinson University.

Salvatore A. Grasso, Acting Chief Financial Officer

Mr. Grasso is the Acting Chief Financial Officer to Digital Access and Digital Access, LLC. Mr. Grasso simultaneously acts as Managing Director for Bachow and Associates, one of Digital Access's investors. He will use his experience to assist Digital Access with his extensive experience in developing operating budgets, and plans of action and management information systems to enhance company performance and correct deficiencies.

Prior to joining Bachow & Associates in February 1987, he was an accounting manager for Comcast Cable Communications, Inc. Mr. Grasso has a Bachelor of Science degree in Accounting from St. Joseph's University and is a Certified Public Accountant.

Samuel W. Morris, Jr., Senior Vice President & General Counsel

Mr. Morris will serve as Senior Vice President, General Counsel and Secretary of Digital Access, and Digital Access, LLC.

In this position, Mr. Morris is responsible for overseeing all external affairs of Digital Access, including franchising, public relations, government affairs and legal affairs.

Prior to joining Digital Access on March 20, 2000, Mr. Morris was Senior Vice President-General Counsel of Lenfest Communications, Inc., a diversified entertainment and communications company based in Oaks, Pennsylvania. In that role, Mr. Morris had responsibility for franchising, external affairs and all legal matters for Suburban Cable, Lenfest Communications' 1.1-million-customer multiple cable system operator. Lenfest Communications was sold to Comcast Corporation in January, 2000. Mr. Morris joined Lenfest Communications in November, 1993.

Prior to joining Lenfest Communications, Mr. Morris had been a founding and senior partner of Hoyle, Morris & Kerr, a full-service law firm in Philadelphia, Pennsylvania since January of 1985. Prior to that, he had been a partner in Dilworth, Paxson, Kalish & Kauffman, a Philadelphia law firm.

Mr. Morris is a member of the American, Pennsylvania Bar Associations and the Delaware Valley chapter of the American Corporate Council Association. He is a graduate of Harvard College and the National Law Center, George Washington University.

Bruce A. Weintraub, Vice President - Network Development

Mr. Weintraub will serve as Vice President - Network Development for Digital Access and Digital Access, LLC. He is responsible for engineering and deploying the next-generation technologies to be utilized in the development of this multi-media digital communications company.

During Mr. Weintraub's 18-year tenure in the telecommunications industry, he has overseen the design, deployment, and operation of over 5,200 miles of cable plant, servicing over 600,000 households and has engineered and managed rebuilds and upgrades for Warner-Amex, Arlington Cable Partners, Hauser Communications, SBC-Media Ventures, and Prime Communications. Mr. Weintraub started his career in this industry with General Instrument; first as a field engineer, then moving quickly into the role of Field Service Manager with responsibilities for the United States, Canada, and the UK. He has served most recently as the Vice President, Engineering and Network Integration for Prime Communications.

Mr. Weintraub is a Senior Member of the Society of Cable Telecommunications Engineers ("SCTE") and is Chairman of the Construction and Maintenance Subcommittee for the SCTE. He is past-president of the Chesapeake Chapter of the SCTE and has been the liaison for the National Institute of Standards and Technology to the National Cable Television Association Engineering Committee.

Stephen V. Minshew, Vice President of Information and Technology

Mr. Minshew is Vice President of Information Technology for Digital Access and Digital Access, LLC, and is responsible for providing information technology services to the Digital Access enterprise, including networks and systems such as computers, servers, wide-area and local-area networks, and related infrastructure; corporate systems such as groupware, accounting, and human resources systems; and operating support systems ("OSS") such as computer care & billing, order management, and network inventory and management.

Prior to joining Digital Access, Mr. Minshew consulted for AT&T where he used his knowledge of telephony and CATV OSSs to integrate TCI's Customer Care & Billing System into the legacy AT&T systems infrastructure.

Prior to his consulting role, Mr. Minshew was Vice President of Information Systems of OnePoint Communications, a 2nd-generation CLEC (video, telephony, and data) operating in 13 states, where he was responsible for all computer and telephony

infrastructure enterprise-wide, including OSSs. As a member of the Executive Committee, he was responsible for defining, setting, and achieving the direction, strategy, and goals of the company.

Mr. Minshew holds a Masters in Business Administration, all-but-the-dissertation toward a Ph.D. in solid-state device physics, a Masters of Science in Electrical Engineering, and a Bachelors of Science in Electrical Engineering - all from Southern Methodist University. He is a member of the Institute of Electrical and Electronics Engineers, Tau Beta Pi (National Engineering Honorary), Eta Kappa Nu (National Electrical Engineering Honorary), Kappa Mu Epsilon (National Mathematics Honorary), and Beta Gamma Sigma (National Business Honorary).

Frank Gates, Engineer

Mr. Gates is an engineer with 28 years in CATV. Mr. Gates has over 28 years of experience in the communications industry including specific experience working with voice, video and data networks. More recently, Mr. Gates has focused his career on emerging technologies and their deployment, including but not limited to voice over internet protocol ("VOIP"), cable phone, cable modem, digital satellite systems ("DSS") and digital technologies. Mr. Gates has overseen the development of over ten-thousand miles of new build and re-build microwave, coax and fiber architecture in most of the major United States markets and in Australia. He has developed hybrid fiber/coaxial ("HFC") powering and related architecture with Lucent and Bell Labs and HFC Bandwidth allocations for Time Mirror's marketing strategy. As Chair of the SCTE Committee on computer aided design ("CAD") and symbology, Mr. Gates set national CAD standards for the industry.

Additionally, he is the owner/operator of his own engineering business and his team has designed over 100,000 multiple dwelling units.

Cathy S. Stolberg, Director of Human Resources

Mrs. Stolberg is Director of Human Resources at Digital Access, LLC. Mrs. Stolberg currently has the responsibility for overseeing all human resources functions including recruiting approximately 1,300 employees in five states, creating compensation and benefit programs to attract and retain quality employees, and instituting corporate-wide policies and procedures to create a culture of enthusiasm and team work.

Mrs. Stolberg brings 24 years of human resources, compensation and benefits administration experience with her to Digital Access.

Prior to joining Digital Access, Mrs. Stolberg was employed for twelve years by the Penn Virginia Corporation where she was responsible for all human resources functions. Penn Virginia Corporation, a national natural resource company with employees in five states, explored for coal reserves and produced natural gas.

Prior to joining Penn Virginia Corporation, Mrs. Stolberg was an Assistant Vice President with New Jersey National Bank, a self-employed financial planner through R.E.G. Financial Services focusing on executive compensation, and an auditor with the U.S. Department of Labor focusing on employee benefit plans.

Mrs. Stolberg has an MBA in Risk Management from Temple University and a BS in Accounting from Penn State University.

EXHIBIT E

IntraLATA Toll Dialing Parity Plan

IntraLATA Toll Dialing Parity Plan
of Digital Access Corporation of Tennessee, Inc.

I. Purpose

The purpose of the Plan is to permit customers to route intraLATA toll calls automatically, without the use of access codes, to an interexchange carrier ("IXC") of the customers' choice, e.g. IXCs that have established themselves as access customers with Digital Access (via tariff or contract) or, in the case of resale, that have established themselves as access customers of the incumbent local exchange carrier ("ILEC").

Digital Access will comply with all rules and regulations of the Federal Communications Commission and the Tennessee Regulatory Authority ("TRA").

II. Implementation Schedule and Cost Recovery

Digital Access intends to offer dialing parity for intraLATA toll calls coincident with the launch of its services in Tennessee. Digital Access's initial retail customers will have the ability to choose any IXC that has established itself as an access customer with Digital Access or, in the case of resale, with the ILEC.

Digital Access will not invoke any specific charges to recover the cost of implementing dialing parity since Digital Access's network will be capable of providing customers with 2-PIC (primary interexchange carrier) selection coincident with service launch.

III. Carrier Selection Procedures

Digital Access will implement the full 2-PIC carrier selection methodology. With the full 2-PIC methodology, customers will be able to pre-subscribe to one telecommunications carrier for intraLATA toll calls and to pre-subscribe to the same or a different participating telecommunications carrier for their interLATA toll calls.

IV. Carrier Notification

IXCs that desire to become access customers shall notify Digital Access via letter or telephone call of their desire to obtain exchange access service information or, for purposes of resale, shall notify the ILEC according to the rules set forth and published by the TRA. Digital Access will send each requesting carrier an information package describing Digital Access's service, processes and applicable tariffs. Digital Access's network is available for exchange access service to IXC's and once Digital Access receives and processes an IXC's Access Service Request, that carrier will be added to the list of Digital Access's participating carriers and will be made available to a customer seeking to choose a PIC.

V. Customer Choice

Customers will be asked to select an intraLATA toll carrier at the time their service order is placed. If the customer does not select an intraLATA toll carrier, they will be assigned a "no-PIC" designation. Customers assigned a "no-PIC" designation will need to access carriers through dial-around access codes (i.e. 10-10-XXX). The customer will have a thirty (30) day grace period from the date local

exchange service is ordered to select an intraLATA toll carrier without incurring a PIC change charge.

VI. Initial PIC Request

A customer's first PIC assignment shall be made within thirty (30) days of subscribing to Digital Access's services, and will be at no cost. Subsequent changes will result in a service fee for the first line and an additional service fee for each additional line. Such fees will be disclosed in Digital Access's tariff.

VII. Anti-Slamming Measures

Digital Access will establish procedures for handling PIC change orders consistent with TRA requirements. Digital Access will work with IXC's and any customer who has been slammed in order to quickly resolve any disputes. Digital Access will ensure that the customer's PIC selection is changed back to its carrier of choice, without charge to the customer, as soon as possible.

EXHIBIT F

**Small & Minority-Owned Telecommunications
Business Participation Plan**

DIGITAL ACCESS CORPORATION OF TENNESSEE, INC.
SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN

PURPOSE:

The purpose of the Small and Minority-Owned Telecommunications Business Participation Plan ("Plan") of Digital Access Corporation of Tennessee, Inc., ("Digital Access") is to identify small and minority-owned telecommunications businesses in Tennessee that are qualified to provide goods and services to Digital Access, and to promote awareness among these entities of the opportunities to develop business relationships with Digital Access in those areas in Tennessee in which Digital Access provides telecommunications services.

POLICY STATEMENT:

Digital Access acknowledges the importance of supporting the participation of small and minority-owned telecommunications businesses in the telecommunications industry in Tennessee and throughout the United States.

It is the policy of Digital Access, wherever possible, to provide small and minority-owned telecommunications businesses with an opportunity to compete for contracts and subcontracts to supply goods and services to Digital Access in those areas in which Digital Access is providing telecommunications services. To this end, Digital Access is committed to the identification and selection of qualified small and minority-owned telecommunications businesses that may wish to contract with Digital Access for purposes of supplying the Company's Tennessee operations with goods and services relating to the field of telecommunications. It also is the policy of Digital Access, where appropriate and feasible, to provide information on programs, if any, to provide technical assistance to small and minority-owned telecommunications businesses whenever and wherever available in Tennessee.

Digital Access acknowledges its obligation, under TENN. CODE ANN. § 65-5-212, to contribute its statutory share to the fund established by the Tennessee Department of Economic and Community Development for the purpose of supporting the Small and Minority-Owned Telecommunications Business Assistance Program ("Program") in Tennessee. This Program provides for loan guarantees, technical assistance and services, and consulting and educational services for small and minority-owned telecommunications businesses in Tennessee.

IMPLEMENTATION OF PLAN:

Where appropriate, Digital Access will invite bids, issue requests for proposals, or otherwise solicit offers from small and minority-owned telecommunications businesses to furnish specified goods or services to Digital Access in furtherance of its Tennessee operations, except in the case of emergencies, or in such cases where Digital Access is bound by contract to purchase goods and services from other sources.

PLAN ADMINISTRATOR:

The administration of this Plan will be under the direction of:

Mark Fisher, Esq. (hereinafter called the "Administrator")
Plan Administrator
Three Bala Plaza East, Suite 605
Bala Cynwyd, PA 19004
Telephone: (800) 452-1044
Facsimile: (610) 660-8417

The duties of the Administrator include the following:

1. To develop Company policies and procedures relating to the Plan.
2. To search for and develop opportunities to use small and minority-owned telecommunications businesses to participate in and bid on contracts and subcontracts to supply goods and services to Digital Access by utilizing resources, such as the Tennessee Department of Economic and Community Development, the Nashville Chamber of Commerce, and Minority Trade Fairs, etc.
3. To establish and maintain an updated Plan and related documentation that are consistent with the current rules, orders and policies of the Tennessee Regulatory Authority regarding small and minority-owned telecommunications businesses, and that are in full compliance with TENN. CODE ANN. § 65-5-212.
4. To prepare and submit such information and documentation as may be required by the Tennessee Regulatory Authority.
5. To act as the company contact for suppliers interested in bidding on Digital Access opportunities. The Plan Administrator shall also ensure that Digital Access offers special assistance and counseling to explain requests for quotations, progress payments; technical and quality assurance programs; advice on types of business typically being

contracted and the mechanics of procurement requirements of quality expectations.

6. To ensure that subcontractors are paid in a timely manner, pursuant to the terms of their subcontracts, and ensure that Digital Access's contractors establish procedures to ensure timely payment to small and minority-owned businesses. Digital Access will strive to be sensitive to the cash flow concerns of small and minority-owned businesses and structure its contracts and practices with such businesses accordingly.
7. To provide information and educational activities to Digital Access personnel and to train such persons to seek out, encourage, and promote the use of small and minority-owned telecommunications businesses.

RECORD MAINTENANCE:

Digital Access will maintain records relating to its Small and Minority-Owned Telecommunications Business Participation Plan for purposes of evidencing the Company's implementation of this policy, for use by Digital Access in evaluating the effectiveness and in achieving the goals of its Plan, and for the Company's use in updating the Plan on an annual basis with the Tennessee Regulatory Authority, or as otherwise required.

This Plan Is A Statement Of Objectives And Is Not Intended To Create Any Legal Obligation Of Digital Access To Any Person.